

Mayo William D  
 Form 3  
 December 02, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
 OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Mayo William D		(Month/Day/Year)	CATERPILLAR INC [CAT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
100 N.E. ADAMS STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Vice President	
PEORIA, Â IL Â 61629-1205			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common	5,700 <sup>(5)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(1) (Instr. 5)	
Option (ISO) <sup>(1)</sup>	06/10/1997 <sup>(2)</sup>	06/10/2007	Common	3,868	\$ 25.8281	D	Â
Option (ISO) <sup>(1)</sup>	06/09/1998 <sup>(2)</sup>	06/09/2008	Common	3,590	\$ 27.8438	D	Â
Option (ISO) <sup>(1)</sup>	06/08/1999 <sup>(2)</sup>	06/08/2009	Common	3,208	\$ 31.1719	D	Â
Option (NQ) <sup>(1)</sup>	06/08/1999 <sup>(2)</sup>	06/08/2009	Common	9,392	\$ 31.1719	D	Â
Option (ISO) <sup>(1)</sup>	06/12/2000 <sup>(2)</sup>	06/12/2010	Common	5,202	\$ 19.2032	D	Â
Option (NQ) <sup>(1)</sup>	06/11/2002 <sup>(2)</sup>	06/11/2012	Common	15,720	\$ 25.3575	D	Â
Option (NQ) <sup>(1)</sup>	06/10/2003 <sup>(2)</sup>	06/10/2013	Common	15,720	\$ 27.1425	D	Â
Option (NQ) <sup>(1)</sup>	06/08/2004 <sup>(3)</sup>	06/08/2014	Common	15,720	\$ 38.6275	D	Â
Option (NQ) <sup>(1)</sup>	02/18/2005 <sup>(4)</sup>	02/18/2015	Common	8,600	\$ 45.6425	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mayo William D 100 N.E. ADAMS STREET PEORIA, IL 61629-1205	Â	Â	Â Vice President	Â

## Signatures

William D. Mayo; L.J. Huxtable, POA	12/02/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Stock Option (right to buy) granted under company's 1996 Stock Option Plan.
  - (2) Exercisable in thirds - 1/3 after 1 yr.; 1/3 after 2 yrs.; 1/3 after 3 yrs.
  - (3) The option became exercisable December 31, 2004.
  - (4) The option became exercisable immediately.
  - (5) This amount includes 28 dividend reinvestment shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.